

RECORDATION NO. 25939-A FILED

MAR 20 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 15, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Quitclaim Assignment, dated as of March 13, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption of Lease Agreement previously filed with the Board under Recordation Number 25939.

The name and address of the party to the enclosed document are:

Assignor: The CIT Group/Equipment Financing, Inc.
10 South LaSalle Street
Chicago, IL 60603

[Assignee: Cypress Covered Hoppers LLC
Bayside Plaza
188 The Embarcadero
Suite 420
San Francisco, CA 94105]

Mr. Vernon A. Williams
March 15, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

150 railcars within the following series as more particularly set forth in the equipment schedule attached to the document (all cars in Recordation Number 25939, except PLMX 12609):

BCOL 829130 and BCOL 829131
IOCR 12329 and IOCR 12334
KBSR 11130 - KBSR 12657
KBSR 111341
PLMX 7020 - PLMX 12638
PLMX 128007
SLC 11043 - SLC 12632

A short summary of the document to appear in the index is:

Quitclaim Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAR 20 '07 -2 3 0 PM

QUITCLAIM ASSIGNMENT

This Quitclaim Assignment ("Assignment") is made by and between ^{SURFACE TRANSPORTATION BOARD} CIT Group/Equipment Financing, Inc., a Delaware corporation ("Assignor"), in favor of Cypress Covered Hoppers LLC, a California limited liability company ("Assignee"). For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over unto Assignee whatever right, title and interest, if any, Assignor has, or may have, to those railcars described on Schedule 1 hereto (the "Cars") and as lessor under the leases described on Schedule 2 hereto but solely to the extent that they relate to the Cars (the "Leases").

Assignor confirms that from and after October 31, 2005 (i) Assignor has acted as Assignee's manager with respect to the Cars (including for purposes of executing certain of the Leases) pursuant to that certain Railcar Management Agreement dated as of October 31, 2005 ("Management Agreement") between Assignor, as manager, and Assignee, as owner and lessor of the Cars, and (ii) Assignor has not had, nor does Assignor presently have, any right, title or interest in or to the Cars or under the Leases, nor any right, title or interest to any payments due under the Leases. The delivery of this Assignment shall not relieve Assignee of Assignee's obligations to Assignor, in Assignor's capacity as manager pursuant to the aforesaid Management Agreement, nor, to the extent the Management Agreement is no longer in effect, Assignee's duty to satisfy any obligation of Assignor to any third party with respect to the Cars as a result of Assignor's railcar marks remaining on the Cars.

This Assignment shall be governed by and construed in accordance with the laws of the State of California. This Assignment shall inure to the benefit of, and shall be binding upon, Assignor and Assignee and their respective successors and assigns, including without limitation, Compass Rail VI Corporation.

IN WITNESS WHEREOF, Assignor has executed this Quitclaim Assignment as of the date set forth below.

Dated as of: March 15, 2007

ASSIGNOR:

The CIT Group/Equipment Financing, Inc.

By:

Michael G. Sullivan

Name:

Michael G. Sullivan

Title:

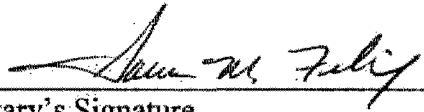
VP Customer Service

State of IL
County of COOK

On March 15, 2007, before me, LAURA M. FELIX, a
Notary Public in and for the State of IL, personally appeared MICHAEL SULLIVAN
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person
whose name is subscribed to the within instrument, and acknowledged to me that he executed the
same in his authorized capacity, and that by his signature on the instrument the person, or the
entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

OFFICIAL SEAL
LAURA M. FELIX
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 08-02-2008


Notary's Signature

Schedule 1 to Quitclaim Assignment

List of Cars

Count	Car Mark	Car Number	Year Built	CIT Contract Ref.	Lessee
1	PLMX	10152	1978	044-0917601-020	CHEMICAL LIME
2	PLMX	10157	1978	044-0917601-020	CHEMICAL LIME
3	PLMX	10164	1978	044-0917601-020	CHEMICAL LIME
4	PLMX	10169	1978	044-0917601-020	CHEMICAL LIME
5	PLMX	10170	1978	044-0950301-008	GRAYMONT
6	PLMX	12637	1980	044-0970101-101	AGRILIANCE
7	PLMX	12638	1980	044-0970101-001	AGRILIANCE
8	SLC	11043	1979	044-0983701-001	SAN LUIS CENTRAL
9	SLC	11154	1979	044-0983701-001	SAN LUIS CENTRAL
10	SLC	11651	1979	044-0983701-001	SAN LUIS CENTRAL
11	SLC	11652	1979	044-0983701-001	SAN LUIS CENTRAL
12	SLC	11653	1979	044-0983701-001	SAN LUIS CENTRAL
13	SLC	11655	1979	044-0983701-001	SAN LUIS CENTRAL
14	SLC	11656	1979	044-0983701-001	SAN LUIS CENTRAL
15	SLC	11657	1979	044-0983701-001	SAN LUIS CENTRAL
16	SLC	11659	1979	044-0983701-001	SAN LUIS CENTRAL
17	SLC	11660	1979	044-0983701-001	SAN LUIS CENTRAL
18	SLC	11663	1979	044-0983701-001	SAN LUIS CENTRAL
19	SLC	11664	1979	044-0983701-001	SAN LUIS CENTRAL
20	SLC	11665	1979	044-0983701-001	SAN LUIS CENTRAL
21	SLC	11666	1979	044-0983701-001	SAN LUIS CENTRAL
22	SLC	11667	1979	044-0983701-001	SAN LUIS CENTRAL
23	SLC	11668	1979	044-0983701-001	SAN LUIS CENTRAL
24	SLC	11670	1979	044-0983701-001	SAN LUIS CENTRAL
25	SLC	11671	1979	044-0983701-001	SAN LUIS CENTRAL
26	SLC	11672	1979	044-0983701-001	SAN LUIS CENTRAL
27	SLC	11673	1979	044-0983701-001	SAN LUIS CENTRAL
28	SLC	11674	1979	044-0983701-001	SAN LUIS CENTRAL
29	SLC	11675	1979	044-0983701-001	SAN LUIS CENTRAL
30	SLC	11676	1979	044-0983701-001	SAN LUIS CENTRAL
31	SLC	11678	1979	044-0983701-001	SAN LUIS CENTRAL
32	SLC	11679	1979	044-0983701-001	SAN LUIS CENTRAL
33	SLC	11681	1979	044-0983701-001	SAN LUIS CENTRAL
34	SLC	11682	1979	044-0983701-001	SAN LUIS CENTRAL
35	SLC	11683	1979	044-0983701-001	SAN LUIS CENTRAL
36	SLC	11684	1979	044-0983701-001	SAN LUIS CENTRAL
37	SLC	11685	1979	044-0983701-001	SAN LUIS CENTRAL
38	SLC	12438	1980	044-0983701-001	SAN LUIS CENTRAL
39	SLC	12444	1980	044-0983701-001	SAN LUIS CENTRAL
40	SLC	12445	1980	044-0983701-001	SAN LUIS CENTRAL
41	SLC	12446	1980	044-0983701-001	SAN LUIS CENTRAL
42	SLC	12447	1980	044-0983701-001	SAN LUIS CENTRAL
43	SLC	12448	1980	044-0983701-001	SAN LUIS CENTRAL
44	SLC	12449	1980	044-0983701-001	SAN LUIS CENTRAL
45	SLC	12450	1980	044-0983701-001	SAN LUIS CENTRAL
46	SLC	12453	1980	044-0983701-001	SAN LUIS CENTRAL
47	SLC	12457	1980	044-0983701-001	SAN LUIS CENTRAL
48	SLC	12458	1980	044-0983701-001	SAN LUIS CENTRAL

Count	Car Mark	Car Number	Year Built	CIT Contract Ref.	Lessee
49	SLC	12459	1980	044-0983701-001	SAN LUIS CENTRAL
50	SLC	12463	1980	044-0983701-001	SAN LUIS CENTRAL
51	SLC	12464	1980	044-0983701-001	SAN LUIS CENTRAL
52	SLC	12465	1980	044-0983701-001	SAN LUIS CENTRAL
53	SLC	12469	1980	044-0983701-001	SAN LUIS CENTRAL
54	SLC	12470	1980	044-0983701-001	SAN LUIS CENTRAL
55	SLC	12473	1980	044-0983701-001	SAN LUIS CENTRAL
56	SLC	12475	1980	044-0983701-001	SAN LUIS CENTRAL
57	SLC	12476	1980	044-0983701-001	SAN LUIS CENTRAL
58	SLC	12477	1980	044-0983701-001	SAN LUIS CENTRAL
59	SLC	12480	1980	044-0983701-001	SAN LUIS CENTRAL
60	SLC	12632	1980	044-0983701-001	SAN LUIS CENTRAL
61	IOCR	12329	1980	044-0908208-001	RAILAMERICA
62	IOCR	12334	1980	044-0908208-001	RAILAMERICA
63	KBSR	11130	1979	044-0981801-001	KBSR RAILROAD
64	KBSR	11140	1979	044-0981801-001	KBSR RAILROAD
65	KBSR	11664	1979	044-0981801-001	KBSR RAILROAD
66	KBSR	11759	1979	044-0981801-001	KBSR RAILROAD
67	KBSR	11763	1979	044-0981801-001	KBSR RAILROAD
68	KBSR	11777	1979	044-0981801-001	KBSR RAILROAD
69	KBSR	11781	1979	044-0981801-001	KBSR RAILROAD
70	KBSR	11784	1979	044-0981801-001	KBSR RAILROAD
71	KBSR	11787	1979	044-0981801-001	KBSR RAILROAD
72	KBSR	11789	1979	044-0981801-001	KBSR RAILROAD
73	KBSR	11791	1979	044-0981801-001	KBSR RAILROAD
74	KBSR	11852	1979	044-0981801-001	KBSR RAILROAD
75	KBSR	11855	1979	044-0981801-001	KBSR RAILROAD
76	KBSR	11857	1979	044-0981801-001	KBSR RAILROAD
77	KBSR	11871	1979	044-0981801-001	KBSR RAILROAD
78	KBSR	12389	1980	044-0981801-001	KBSR RAILROAD
79	KBSR	12417	1980	044-0981801-001	KBSR RAILROAD
80	KBSR	12419	1980	044-0981801-001	KBSR RAILROAD
81	KBSR	12421	1980	044-0981801-001	KBSR RAILROAD
82	KBSR	12422	1980	044-0981801-001	KBSR RAILROAD
83	KBSR	12424	1980	044-0981801-001	KBSR RAILROAD
84	KBSR	12428	1980	044-0981801-001	KBSR RAILROAD
85	KBSR	12429	1980	044-0981801-001	KBSR RAILROAD
86	KBSR	12608	1980	044-0981801-001	KBSR RAILROAD
87	KBSR	12613	1980	044-0981801-001	KBSR RAILROAD
88	KBSR	12645	1980	044-0981801-001	KBSR RAILROAD
89	KBSR	12647	1980	044-0981801-001	KBSR RAILROAD
90	KBSR	12650	1980	044-0981801-001	KBSR RAILROAD
91	KBSR	12657	1980	044-0981801-001	KBSR RAILROAD
92	KBSR	111341	1979	044-0981801-001	KBSR RAILROAD
93	PLMX	7020	1977	044-0985701-001	ADM
94	PLMX	11032	1979	044-0985701-001	ADM
95	PLMX	11037	1979	044-0985701-001	ADM
96	PLMX	11038	1979	044-0985701-001	ADM
97	PLMX	11042	1979	044-0985701-001	ADM
98	PLMX	11061	1979	044-0985701-001	ADM
99	PLMX	11068	1979	044-0985701-001	ADM
100	PLMX	11069	1979	044-0985701-001	ADM
101	PLMX	11758	1979	044-0985701-001	ADM
102	PLMX	11800	1979	044-0985701-001	ADM

Count	Car Mark	Car Number	Year Built	CIT Contract Ref.	Lessee
103	PLMX	11803	1979	044-0985701-001	ADM
104	PLMX	11868	1979	044-0985701-001	ADM
105	PLMX	11870	1979	044-0985701-001	ADM
106	PLMX	12265	1980	044-0985701-001	ADM
107	PLMX	12266	1980	044-0985701-001	ADM
108	PLMX	12322	1980	044-0985701-001	ADM
109	PLMX	12330	1980	044-0985701-001	ADM
110	PLMX	12333	1980	044-0985701-001	ADM
111	PLMX	12361	1980	044-0985701-001	ADM
112	PLMX	12363	1980	044-0985701-001	ADM
113	PLMX	12377	1980	044-0985701-001	ADM
114	PLMX	12400	1980	044-0985701-001	ADM
115	PLMX	12406	1980	044-0985701-001	ADM
116	PLMX	12418	1980	044-0985701-001	ADM
117	PLMX	12611	1980	044-0985701-001	ADM
118	PLMX	12623	1980	044-0985701-001	ADM
119	PLMX	12351	1980	044-0715306-015	CONOCOPHILLIPS
120	PLMX	12398	1980	044-0715306-015	CONOCOPHILLIPS
121	PLMX	11009	1979	044-0905703-031	CONAGRA
122	PLMX	11031	1979	044-0905703-031	CONAGRA
123	PLMX	11036	1979	044-0905703-031	CONAGRA
124	PLMX	11040	1979	044-0905703-031	CONAGRA
125	PLMX	11041	1979	044-0905703-031	CONAGRA
126	PLMX	11046	1979	044-0905703-031	CONAGRA
127	PLMX	11047	1979	044-0905703-031	CONAGRA
128	PLMX	11060	1979	044-0905703-031	CONAGRA
129	PLMX	11063	1979	044-0905703-031	CONAGRA
130	PLMX	11064	1979	044-0905703-031	CONAGRA
131	PLMX	11065	1979	044-0905703-031	CONAGRA
132	PLMX	11066	1979	044-0905703-031	CONAGRA
133	PLMX	11070	1979	044-0905703-031	CONAGRA
134	PLMX	11071	1979	044-0905703-031	CONAGRA
135	PLMX	11072	1979	044-0905703-031	CONAGRA
136	PLMX	11073	1979	044-0905703-031	CONAGRA
137	PLMX	11091	1979	044-0905703-031	CONAGRA
138	PLMX	11092	1979	044-0905703-031	CONAGRA
139	PLMX	11094	1979	044-0905703-031	CONAGRA
140	PLMX	11098	1979	044-0905703-031	CONAGRA
141	PLMX	11100	1979	044-0905703-031	CONAGRA
142	PLMX	11111	1979	044-0905703-031	CONAGRA
143	PLMX	11034	1979	044-0905703-023	CONAGRA
144	PLMX	11842	1979	040-0986001-004	AGRIUM U.S.
145	PLMX	12271	1980	040-0986001-004	AGRIUM U.S.
146	PLMX	12409	1980	040-0986001-004	AGRIUM U.S.
147	PLMX	11062	1979	044-0970101-003	AGRILIANCE
148	PLMX	128007	1980	044-0970101-003	AGRILIANCE
149	BCOL	829130	1979	364-0893705-003	BC RAIL
150	BCOL	829131	1980	364-0893705-003	BC RAIL

**Schedule 2 to
Quitclaim Assignment**

Underlying Documents List
(references to "Lessor" below refer to Seller's predecessor
in interest as lessor under each Lease described below)

- 1 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF AUGUST 1, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND CONAGRA, INC., AS LESSEE [PLM # 4508-01]**
 - 1.1 Name Change of ConAgra, Inc. to ConAgra Foods, Inc. dated as of September 28, 2000.
 - 1.2 Rider 23 to Lease Agreement and Certificate of Acceptance, each undated.
 - 1.3 Renewal Agreement to Rider 23 dated as of August 11, 1999.
 - 1.4 Renewal Agreement to Rider 23 dated as of July 21, 2004.
 - 1.5 Renewal Agreement to Rider 23 dated as of May 25, 2005 [unsigned].
 - 1.6 Rider 31 to Lease Agreement dated as of August 25, 2004.
 - 1.7 Amendment and Renewal Agreement to Rider 31 dated as of July 21, 2004.
 - 1.8 Renewal Agreement to Rider 31 dated as of May 25, 2005 (unsigned).
- 2 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF NOVEMBER 15, 1992 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND KANKAKEE, BEAVERVILLE & SOUTHERN RAILROAD COMPANY, AS LESSEE [PLM # 5096-01]**
 - 2.1 Rider 1 to Lease Agreement - undated.
 - 2.2 Amendment and Renewal Agreement to Rider 1 dated as of July 12, 1994.
 - 2.3 Amendment to Rider 1 dated as of September 20, 1994 (unsigned).
 - 2.4 Amendment to Rider 1 dated as of September 19, 1995.
 - 2.5 Renewal Agreement to Rider 1 dated as of June 19, 1996 (signed only by KSBR).
 - 2.6 Amendment and Renewal Agreement to Rider 1 dated as of March 16, 1999.
 - 2.7 Renewal Agreement to Rider 1 dated as of May 16, 2000.
 - 2.8 Renewal Agreement to Rider 1 dated as of June 26, 2001.
 - 2.9 Renewal Agreement to Rider 1 dated as of August 5, 2002.

- 2.10 Amendment and Renewal Agreement to Rider 1 dated as of July 12, 2004.
- 3 **MASTER LEASE AGREEMENT #5186-01 FOR RAILROAD CARS DATED AS OF OCTOBER 1, 2001 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND ARCHER DANIELS MIDLAND TRANSPORTATION CO., AS LESSEE [PLM #5186-01]**
- 3.1 Rider 1 to Lease dated as of August 23/September 3, 2003.
- 3.2 Renewal Agreement to Rider 1 dated as of July 22, 2004.
- 4 **MASTER RAILCAR LEASE DATED AS OF JANUARY 16, 2004 BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC., AS LESSOR, AND GRAYMONT WESTERN U.S. INC., AS LESSEE**
- 4.1 Schedule No. 08 to Master Railcar Lease, dated as of May 15, 2006
- 4.2 Schedule A to Schedule No. 08 to Master Railcar Lease (List of cars subject to Schedule No. 08)
- 4.3 Memorandum of Railcar Lease dated as of May 14, 2006
- 5 **LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF JANUARY 2, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND SAN LUIS CENTRAL RAILROAD COMPANY, AS LESSEE [PLM # 8846-01]**
- 5.1 Rider 1 to Lease and Certificate of Acceptance dated as of July 9, 1988.
- 5.2 Renewal Agreement to Rider 1 dated as of January 1, 1989.
- 5.3 Amendment and Renewal Agreement to Rider 1 dated as of December 28, 1990.
- 5.4 Amendment to Rider 1 dated as of March 8, 1991.
- 5.5 Renewal Agreement to Rider 1 dated as of November 4, 1993.
- 5.6 Amendment and Renewal Agreement to Rider 1 dated as of August 22, 1994.
- 5.7 Amendment and Renewal Agreement to Rider 1 dated as of January 12, 1996.
- 5.8 Renewal Agreement to Rider 1 dated as of August 21, 2001.
- 6 **MASTER RAILCAR LEASE DATED AS OF _____ BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC., AS LESSOR, AND SAN LUIS CENTRAL RAILROAD COMPANY, AS LESSEE [TO BE PROVIDED]**
- 6.1 Schedule No. 01 to Master Railcar Lease, dated as of _____ [TO BE PROVIDED]

7 **[AGRIUM] LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF FEBRUARY 19, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND COMINCO FERTILIZERS (U.S.) INC., AS LESSEE [PLM # 5061-01]**

7.1 Name Change of Cominco Fertilizers (U.S.) Inc. to Agrium U.S. Inc. dated as of June 1, 1995.

7.2 Rider 4 to Lease Agreement - undated.

7.3 Renewal Agreement to Rider 4 dated as of March 9, 2004.

8 **MASTER LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF JANUARY 1, 2004 BY AND BETWEEN TRANSPORTATION EQUIPMENT - PLM, LLC, AS LESSOR, AND AGRILIANCE LLC, AS LESSEE [PLM #5059-01]**

8.1 Rider 1 to Lease and Certificate of Acceptance dated as of March 22, 2004.

8.2 Rider 3 to Lease dated as of December 10, 2004.

9 **MASTER RAILCAR LEASING AGREEMENT DATED AS OF MARCH 1, 1996 BY AND BETWEEN PLM EQUIPMENT GROWTH FUND CANADA LIMITED, AS LESSOR, AND BC RAIL LTD., AS LESSEE [PLM #6075-01]**

9.1 Rider 3 to Lease and Certificate of Acceptance dated as of September 19, 1997.

9.2 Amendment to Rider 3 dated as of October 22, 1997.

9.3 Renewal Agreement to Rider 3 dated as of September 8, 1998.

9.4 Renewal Agreement to Rider 3 dated as of November 28, 2000.

9.5 Amendment and Renewal Agreement to Rider 3 dated as of November 27, 2001.

9.6 Renewal Agreement to Rider 3 dated as of October 8, 2002.

9.7 Renewal Agreement to Rider 3 dated as of November 10, 2003.

9.8 Renewal Agreement to Rider 3 dated as of November 15, 2004.

10 **[CONOCOPHILLIPS] LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF APRIL 15, 1993 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND BAYWAY REFINING COMPANY, AS LESSEE [PLM # 5026-01]**

10.1 Notice of Assignment of Bayway Refining Company assets to Tosco Corporation dated as of May 7, 1998.

10.2 Rider 15 to Lease and Certificate of Acceptance (now with ConocoPhillips) dated as of May 3, 2004.

- 10.3 Amendment to Rider 15 dated as of January 10, 2005.
- 10.4 Renewal Agreement to Rider 15 dated as of January 24, 2005.
- 11 **MASTER RAILCAR LEASE DATED AS OF MAY 25, 2000 BY AND BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC., AS LESSOR, AND CHEMICAL LIME COMPANY OF ARIZONA, AS LESSEE, AND RIDER A THERETO DATED AS OF MAY 25, 2006**
 - 11.1 Schedule 20 to Master Railcar Lease dated as of March 22, 2006.
 - 11.2 Railcar Lease dated as of March 22, 2006.
- 12 **[RAILTEX] LEASE AGREEMENT FOR RAILROAD CARS DATED AS OF DECEMBER 1, 1988 BY AND BETWEEN PLM INVESTMENT MANAGEMENT, INC., AS LESSOR, AND INDIANA AND OHIO CENTRAL RAILROAD, AS LESSEE [PLM # 8905-01]**
 - 12.1 News release: RailAmerica acquisition of RailTex, Inc. dated as of February 4, 2000.
 - 12.2 Notice of Request for Exemption of acquisition of Indiana & Ohio Railroad Corp. by RailTex, Inc. dated as of June 21, 1996.
 - 12.3 Rider 1 to Lease and Certificate of Acceptance dated as of December 9, 1988.
 - 12.4 Renewal Agreement to Rider 1 dated as of October 24, 1989.
 - 12.5 Amendment and Renewal Agreement to Rider 1 dated as of November 27, 1990.
 - 12.6 Renewal Agreement to Rider 1 dated as of December 1, 1992.
 - 12.7 Renewal Agreement to Rider 1 dated as of August 23, 1994.
 - 12.8 Renewal Agreement to Rider 1 dated as of December 30, 1997.
 - 12.9 Renewal Agreement to Rider 1 dated as of March 26, 2001.
 - 12.10 Amendment and Renewal Agreement to Rider 1 dated as of March 25, 2004

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/15/07



Robert W. Alvord